

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): June 7, 2012

Codexis, Inc.

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34705
(Commission
File Number)

71-0872999
(I.R.S. Employer
Identification No.)

200 Penobscot Drive
Redwood City, CA 94063
(Address of Principal Executive Offices)

94063
(Zip Code)

(650) 421-8100
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02. Unregistered Sales of Equity Securities.

As previously announced in the Current Report on Form 8-K filed by Codexis, Inc. (the "Company") on June 4, 2012 (the "Prior 8-K"), the Company has appointed John J. Nicols as its President and Chief Executive Officer effective June 13, 2012. On June 11, 2012, pursuant to the employment agreement described in the Prior 8-K, the Compensation Committee of the Company's Board of Directors granted Mr. Nicols an option to purchase 400,000 shares of the Company's common stock (the "Option Award") and an award of 750,000 shares of restricted common stock (the "Restricted Stock Award"), such grants to be effective on June 13, 2012. The Option Award has a per share exercise price equal to \$3.46 per share, which was the closing price of the Company's common stock on June 13, 2012, and will vest on June 13, 2013 as to 25% of the shares subject thereto, with the remaining shares vesting ratably on a monthly basis over a period of 36 months thereafter, such that the Option Award would be fully vested and exercisable on June 13, 2016. The Restricted Stock Award will vest as to 25% of the shares subject thereto on each anniversary of June 13, 2012, such that the Restricted Stock Award will be fully vested on June 13, 2016. The grants were made as an inducement material to Mr. Nicols entering into employment with the Company in accordance with NASDAQ Listing Rule 5635(c)(4). The issuance of the Option Award and the Restricted Stock Award was exempt from registration under Section 4(2) of the Securities Act of 1933, as amended, as a transaction not involving a public offering.

The foregoing is only a summary of the material terms of the Option Award and the Restricted Stock Award, does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to a stock option agreement and a restricted stock agreement between the Company and Mr. Nicols, which will be filed as exhibits to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ending June 30, 2012.

On June 13, 2012, the Company issued a press release announcing the Option Award and the Restricted Stock Award. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On June 7, 2012, Mr. Brian Dowd resigned as the Company's interim Chief Financial Officer, Vice President and Controller, effective June 28, 2012.

On June 13, 2012, the Company issued a press release announcing Mr. Dowd's resignation. A copy of this press release is furnished as Exhibit 99.2 to this Current Report on Form 8-K and incorporated by reference herein.

(c) The disclosure provided under Item 3.02 of this Current Report on Form 8-K is incorporated by reference under this Item 5.02(c).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release.
99.2	Press release.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 13, 2012

CODEXIS, INC.

By: /s/ Douglas T. Sheehy

Name: Douglas T. Sheehy

Title: Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release.
99.2	Press release.



Codexis, Inc.
200 Penobscot Drive
Redwood City, CA 94063
Tel: 650.421.8100
www.codexis.com

Codexis Announces Inducement Option Award and Restricted Stock Award to John J. Nicols

Redwood City, CA – June 13, 2012 – Codexis, Inc. (NASDAQ: CDXS), a developer of industrial enzymes to enable the cost-advantaged production of biofuels, bio-based chemicals and pharmaceutical intermediates, today announced that it has granted a stock option award and restricted stock award to John J. Nicols, Codexis' newly appointed President and Chief Executive Officer. These inducement awards were approved by the Compensation Committee of the Codexis Board of Directors on June 11, 2012, effective as of June 13, 2012, and granted as an inducement material to Mr. Nicols' entering into employment with Codexis in accordance with NASDAQ Listing Rule 5635(c)(4).

Codexis granted Mr. Nicols an option to purchase 400,000 shares of Codexis' common stock with an exercise price equal to \$3.46 per share, the closing price per share of common stock as reported by NASDAQ on June 13, 2012. The option will vest on June 13, 2013 as to 25 percent of the shares subject thereto, with the remaining shares vesting ratably on a monthly basis over a period of 36 months thereafter, subject to Mr. Nicols' continuous service with Codexis through the applicable vesting date, such that the option would be fully vested and exercisable on June 13, 2016. In addition, Codexis granted to Mr. Nicols an award of 750,000 shares of restricted stock that will vest as to 25 percent of the shares subject thereto on each anniversary of June 13, 2012, subject to Mr. Nicols' continuous service to Codexis through the applicable vesting date, such that the restricted stock award will be fully vested on June 13, 2016, subject to accelerated vesting in accordance with Mr. Nicols' employment agreement.

Codexis is providing this information in accordance with NASDAQ Listing Rule 5635(c)(4).

About Codexis, Inc.

Codexis, Inc. is a developer of industrial enzymes to enable the cost-advantaged production of biofuels, bio-based chemicals and pharmaceutical intermediates. Codexis' product lines include CodeXyme™ Cellulase Enzymes and CodeXol™ Detergent Alcohol. Partners and customers include global leaders such as Shell, Merck and Pfizer. For more information, see www.codexis.com.

Contacts:

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Codexis Announces Interim CFO Departure

Redwood City, CA – June 13, 2012 – Codexis, Inc. (NASDAQ: CDXS), a developer of industrial enzymes to enable the cost-advantaged production of biofuels, bio-based chemicals and pharmaceutical intermediates, today announced that Brian Dowd has resigned as interim Chief Financial Officer, Vice President and Controller, effective June 28, 2012, in order to accept a position at a private technology company. John J. Nicols, the company's newly appointed President and Chief Executive Officer, and the Board of Directors will continue Codexis' ongoing search for a permanent CFO.

"We thank Brian for his contributions to Codexis," said Mr. Nicols. "We are grateful for his leadership, and we all wish Brian the best in his new position."

About Codexis, Inc.

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